



Companies House
— for the record —

AR01 (ef)

Annual Return



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Received for filing in Electronic Format on the: **29/11/2011**

Company Name: **FOSTER + PARTNERS GROUP LIMITED**

Company Number: **05976343**

Date of this return: **24/10/2011**

SIC codes: **64209**

Company Type: **Private company limited by shares**

Situation of Registered Office: **RIVERSIDE THREE ALBERT WHARF
22 HESTER ROAD
LONDON
SW11 4AN**

Officers of the company

Company Secretary 1

Type: **Person**

Full forename(s): **MR MARK**

Surname: **SUTCLIFFE**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **LORD NORMAN**

Surname: **FOSTER OF THAMES BANK OM**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **SWITZERLAND**

Date of Birth: **01/06/1935** Nationality: **BRITISH**

Occupation: **ARCHITECT**

Company Director 2

Type: **Person**
Full forename(s): **VICTOR FREDERICK**

Surname: **GANZI**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: **14/02/1947** Nationality: **UNITED STATES**

Occupation: **EXECUTIVE**

Company Director **3**

Type: **Person**
Full forename(s): **MOUZHAN**

Surname: **MAJIDI**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **06/09/1964** *Nationality:* **BRITISH**

Occupation: **ARCHITECT**

Company Director **4**

Type: **Person**
Full forename(s): **MR DAVID BRIAN**

Surname: **NELSON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **15/04/1951** *Nationality:* **BRITISH**

Occupation: **ARCHITECT**

Company Director **5**

Type: **Person**
Full forename(s): **MR MATTHEW ALEXANDER**

Surname: **STREETS**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **11/01/1962** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director **6**

Type: **Person**
Full forename(s): **MR DAVID ALAN**

Surname: **WHILEMAN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **15/05/1972** Nationality: **BRITISH**

Occupation: **CHARTERED ACCOUNTANT**

Statement of Capital (Share Capital)

Class of shares	A ORDINARY	<i>Number allotted</i>	479774
		<i>Aggregate nominal value</i>	479774
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.071261
		<i>Amount unpaid per share</i>	0

Prescribed particulars

A SHARES CARRY ONE VOTE PER SHARE SAVE THAT THE TOTAL NUMBER OF VOTES ATTACHING TO ALL SHARES HELD BY ALL 3I GROUP COMPANIES SHALL BE RESTRICTED SO AS NOT TO EXCEED 49.99% OF THE VOTES ATTACHING TO ALL SHARES IN THE COMPANY IN ISSUE. THE ENTITLEMENT OF THE HOLDERS OF A SHARES TO DIVIDENDS IS SUBJECT TO THE PRIOR WRITTEN CONSENT OF THE HOLDERS OF THE A SHARES AND SUCH DIVIDENDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A, B AND C SHARES PRO-RATA TO THEIR RESPECTIVE HOLDINGS AS IF THE EQUITY SHARES WERE ONE CLASS OF SHARE. ON A RETURN OF ASSETS (EXCEPT ON A REDEMPTION OR PURCHASE OF BY THE COMPANY OF ANY SHARES) THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED TO THE SHAREHOLDERS IN PROPORTION TO THE PRICE AT WHICH THE EQUITY SHARES HELD BY THEM WERE ISSUED (INCLUDING ANY PREMIUM THEREON). THE A SHARES MAY BE REDEEMED AT THE OPTION OF THE HOLDER PROVIDED A NEW SUBSCRIBER SUBSCRIBES FOR THE SAME NUMBER OF A SHARES WITH THE REDEMPTION BEING MADE IMMEDIATELY UPON (AND OUT OF THE PROCEEDS OF) THE ISSUE BY THE COMPANY OF THE SHARES SUBSCRIBED BY THE NEW SUBSCRIBER.

Class of shares	B ORDINARY	<i>Number allotted</i>	338705
		<i>Aggregate nominal value</i>	338705
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.428591
		<i>Amount unpaid per share</i>	0

Prescribed particulars

B SHARES CARRY ONE VOTE PER SHARE SAVE THAT THE TOTAL NUMBER OF VOTES ATTACHING TO ALL SHARES HELD BY ALL 3I GROUP COMPANIES SHALL BE RESTRICTED SO AS NOT TO EXCEED 49.99% OF THE VOTES ATTACHING TO ALL SHARES IN THE COMPANY IN ISSUE. THE ENTITLEMENT OF THE HOLDERS OF B SHARES TO DIVIDENDS IS SUBJECT TO THE PRIOR WRITTEN CONSENT OF THE HOLDERS OF THE A SHARES AND SUCH DIVIDENDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A, B AND C SHARES PRO-RATA TO THEIR RESPECTIVE HOLDINGS AS IF THE EQUITY SHARES WERE ONE CLASS OF SHARE. ON A RETURN OF ASSETS (EXCEPT ON A REDEMPTION OR PURCHASE OF BY THE COMPANY OF ANY SHARES) THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED TO THE SHAREHOLDERS IN PROPORTION TO THE PRICE AT WHICH THE EQUITY SHARES HELD BY THEM WERE ISSUED (INCLUDING ANY PREMIUM THEREON).

Class of shares	C ORDINARY	<i>Number allotted</i>	381521
		<i>Aggregate nominal value</i>	381521
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1.877897
		<i>Amount unpaid per share</i>	0

Prescribed particulars

C SHARES CARRY ONE VOTE PER SHARE SAVE THAT THE TOTAL NUMBER OF VOTES ATTACHING TO ALL SHARES HELD BY ALL 3I GROUP COMPANIES SHALL BE RESTRICTED SO AS NOT TO EXCEED 49.99% OF THE VOTES ATTACHING TO ALL SHARES IN THE COMPANY IN ISSUE. THE ENTITLEMENT OF THE HOLDERS OF C SHARES TO DIVIDENDS IS SUBJECT TO THE PRIOR WRITTEN CONSENT OF THE HOLDERS OF THE A SHARES AND SUCH DIVIDENDS SHALL BE DISTRIBUTED AMONGST THE HOLDERS OF THE A, B AND C SHARES PRO-RATA TO THEIR RESPECTIVE HOLDINGS AS IF THE EQUITY SHARES WERE ONE CLASS OF SHARE. ON A RETURN OF ASSETS (EXCEPT ON A REDEMPTION OR PURCHASE OF BY THE COMPANY OF ANY SHARES) THE ASSETS OF THE COMPANY REMAINING AFTER THE PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED TO THE SHAREHOLDERS IN PROPORTION TO THE PRICE AT WHICH THE EQUITY SHARES HELD BY THEM WERE ISSUED (INCLUDING ANY PREMIUM THEREON).

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1200000
		<i>Total aggregate nominal value</i>	1200000

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 24/10/2011 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding 1 : **154987 A ORDINARY shares held as at the date of this return**
Name: **3I GROUP PLC**

Shareholding 2 : **213739 A ORDINARY shares held as at the date of this return**
Name: **3I GLOBAL GROWTH 2006-08 LP**

Shareholding 3 : **106870 A ORDINARY shares held as at the date of this return**
Name: **3I PAN EUROPEAN GROWTH 2006-08 LP**

Shareholding 4 : **431 A ORDINARY shares held as at the date of this return**

Name: GLOBAL GROWTH CO-INVEST 2006-08 LP

Shareholding 5 : 3044 A ORDINARY shares held as at the date of this return
Name: PAN EUROPEAN GROWTH CO-INVEST 2006-08 LP

Shareholding 6 : 0 A ORDINARY shares held as at the date of this return
Name: 31 PAN EUROPEAN GROWTH CO-INVEST 2006-08 FCPR

Shareholding 7 : 174 A ORDINARY shares held as at the date of this return
Name: PAN EUROPEAN GROWTH (DUTCH) A CO-INVEST 2006-08 LP

Shareholding 8 : 529 A ORDINARY shares held as at the date of this return
Name: PAN EUROPEAN GROWTH (NORDIC) CO-INVEST 2006-08

Shareholding 9 : 184675 B ORDINARY shares held as at the date of this return
Name: LORD FOSTER OF THAMES BANK OM

Shareholding 10 : 0 B ORDINARY shares held as at the date of this return
Name: GRAHAM PHILLIPS

Shareholding 11 : 60998 B ORDINARY shares held as at the date of this return
Name: DAVID NELSON

Shareholding 12 : 60998 B ORDINARY shares held as at the date of this return
Name: SPENCER DE GREY

Shareholding 13 : 4806 B ORDINARY shares held as at the date of this return
Name: MOUZHAN MAJIDI

Shareholding 14 : 69000 C ORDINARY shares held as at the date of this return
Name: MOUZHAN MAJIDI

Shareholding 15 : 4004 B ORDINARY shares held as at the date of this return
Name: BRANDON HAW

Shareholding 16 : 30000 C ORDINARY shares held as at the date of this return
Name: BRANDON HAW

Shareholding 17 : 4004 B ORDINARY shares held as at the date of this return
Name: GRANT BROOKER

Shareholding 18 : 30000 C ORDINARY shares held as at the date of this return
Name: GRANT BROOKER

Shareholding 19 : 2803 B ORDINARY shares held as at the date of this return

Name: PAUL KALKHOVEN

Shareholding 20 : 15000 C ORDINARY shares held as at the date of this return
Name: PAUL KALKHOVEN

Shareholding 21 : 4004 B ORDINARY shares held as at the date of this return
Name: GERARD EVENDEN

Shareholding 22 : 30000 C ORDINARY shares held as at the date of this return
Name: GERARD EVENDEN

Shareholding 23 : 4004 B ORDINARY shares held as at the date of this return
Name: NIGEL DANCEY

Shareholding 24 : 30000 C ORDINARY shares held as at the date of this return
Name: NIGEL DANCEY

Shareholding 25 : 2803 B ORDINARY shares held as at the date of this return
Name: MARK SUTCLIFFE

Shareholding 26 : 21000 C ORDINARY shares held as at the date of this return
Name: MARK SUTCLIFFE

Shareholding 27 : 2803 B ORDINARY shares held as at the date of this return
Name: ANDY BOW

Shareholding 28 : 15000 C ORDINARY shares held as at the date of this return
Name: ANDY BOW

Shareholding 29 : 2803 B ORDINARY shares held as at the date of this return
Name: STEFAN BEHLING

Shareholding 30 : 21000 C ORDINARY shares held as at the date of this return
Name: STEFAN BEHLING

Shareholding 31 : 96713 C ORDINARY shares held as at the date of this return
Name: AMBER HOLDCO SHARE TRUST

Shareholding 32 : 23808 C ORDINARY shares held as at the date of this return
Name: MATTHEW STREETS

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.